

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

June 16, 1999

RECORDATION NO. **18735-C**

FILED

JUN 21 '99

11-00AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Termination of Lease of Railroad Equipment dated as of January 17, 1994,
as amended by Helm Financial Corporation ("**Lease Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under
49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the
following document:

Two (2) fully-executed originals of the above-referenced Lease
Termination.

In connection with the recording of the Lease Termination, please note the
following information:

<u>Name and Address of Lessor:</u>	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
<u>Name and Address of Lessee:</u>	Union Pacific Railroad Company(as successor in interest to Southern Pacific Transportation Co.) 1416 Dodge Street Omaha, NE 68179
<u>Equipment:</u>	Twenty-eight (28) locomotives as more fully described in <u>Exhibit A</u> to the Lease Termination attached hereto.
<u>Previous STB Filing:</u>	Memorandum of the Lease of Railroad Equipment filed on March 15, 1994 at 10:05 a.m. under Recordation No. 18735 .

Please file this Lease Termination as a supplementary document and return one (1)
stamped original to my attention. A check covering the filing fee of twenty-six
dollars (\$26.00) is enclosed.

Yours truly,

Alison Drain

Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO. 18735-C

FILED

TERMINATION OF LEASE

JUN 21 '99

11-00AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is dated as of June 3, 1999 by HELM FINANCIAL CORPORATION (As Assignee of Helm Locomotive Leasing Corporation), a California corporation ("Lessor").

1. **Recitals.** Lessor entered into the Lease of Railroad Equipment dated as of January 17, 1994 ("Lease"), as amended, with **Union Pacific Railroad Company** (as successor in interest to Southern Pacific Transportation Company), a Utah corporation, with respect to the twenty-eight (28) locomotives described in Exhibit A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 18735 filed on March 15, 1994 at 10:05 am.

The Lease was terminated on July 31, 1998. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first written above.

HELM FINANCIAL CORPORATION

By: John F. Dains

Print Name: John F. Dains

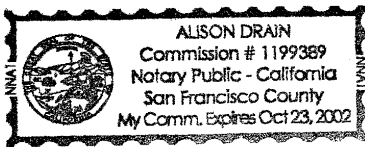
Title: Senior Vice President & CFO

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On June 11th, 1999, before me, Alison Drain
personally appeared John F. Dains, Senior Vice President and Chief
Financial Officer of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

Exhibit A

To the Termination of the Lease of Railroad Equipment dated June 3, 1999.

Equipment Description

Twenty-seven (27) General Motors (Electro-Motive Division) GP38-2 diesel electric locomotives equipped with extended range dynamic brakes.

Reporting Mark and Numbers:

SP 4845-4871

Equipment Description

One (1) General Motors (Electro-Motive Division) GP38-3 locomotive.

Reporting Mark and Number:

SP 4873